

RECORDATION NO. 23388 FILED

FEB 26 '01 10:35 AM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 26, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Lease, dated February 14, 2001 a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive
Lake Oswego, OR 97035

Lessee: Pacer International, Inc.
1340 Treat Blvd., Suite 200
Walnut Creek, CA 94596

A description of the railroad equipment covered by the enclosed document is:

60 three - unit articulated double stack cars BRAN 6200 - BRAN 6259

Mr. Vernon A. Williams
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Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease between Greenbrier Leasing Corporation,
Lessor, and Pacer International, Inc., Lessee, covering 60 three -
unit articulated double stack cars BRAN 6200 - BRAN 6259

Also enclosed is a check in the amount of \$27.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

PACER INTERNATIONAL, INC. ("LESSEE")

FEBRUARY 14, 2001

SCHEDULE NO. 1

STB
COPY

This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of February 14, 2001, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Pacer International, Inc., a Tennessee corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor sixty (60) three-unit, articulated double stack cars with 53-foot wells bearing marks and numbers BRAN 6200 through BRAN 6259, inclusive.
2. The Lease Agreement and Schedule No. 1 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: Norriss M. Webb

TITLE: Executive Vice President

DATE: 14 FEB 2001

LESSEE:

PACER INTERNATIONAL, INC.

BY: J.B. Doherty

NAME: J.B. Doherty

TITLE: Treasurer

DATE: February, 14, 2001

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached document with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/26/01



Robert W. Alvord